



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: June 12, 2024.


SHAD M. ROBINSON
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re:	§	Chapter 11, Subchapter V
	§	
P3 PURE LLC,	§	Case No. 24-10532
	§	
Debtor.	§	

**SECOND INTERIM ORDER AUTHORIZING DEBTOR TO USE
CASH COLLATERAL ON EMERGENCY BASIS**

The Court, having reviewed the pleading finds that a need exists to order the relief herein on an interim basis and that it is in the best interest of the Debtor, the Debtor's estate, and Debtor's creditors to authorize the interim use of cash collateral. Use of cash collateral is the only means available to the Debtor to finance its operation and that irreparable harm will result if Debtor is not permitted to use the cash collateral in the amounts set forth in the budget on an interim basis as authorized in this Order. It is accordingly,

ORDERED that the Debtor be authorized to use the cash collateral, including but not limited to, revenue collected in the ordinary course of business, through June 15, 2024 in

accordance with the provisions in the budget (See Exhibit “A”), for any budgeted item that is due and payable before June 1, 2024. Debtor is authorized a 5% deviation from the Budget without further order of this Court, and it is

FURTHER ORDERED that as adequate protection for the use of cash collateral, Montgomery Capital Partners III, LP ("MCA") is hereby granted replacement liens (the “Replacement Liens”) on all post-petition cash collateral and post-petition acquired property to the same extent and priority they possessed as of the Petition Date, it is

FURTHER ORDERED the holders of allowed secured claims with a perfected security interest in Cash Collateral, if any, as that term is defined in the Code, shall be entitled to a replacement lien in post-petition accounts receivable, contract rights, and deposit accounts to the same extent allowed and in the same priority as those interests held as of the Petition Date, it is

FURTHER ORDERED that notwithstanding any limitations included in this Order, this Order is without prejudice to: (a) any subsequent request by a creditor of the Debtor for modified adequate protection or restriction on cash collateral; (b) a creditor’s right to object to impermissible use of cash collateral; and (c) any other right or remedy which may be available to a creditor of the Debtor. It is

FURTHER ORDERED that the Replacement Liens will not attach to Chapter 5 actions of the Debtor or the proceeds of the recovery upon such actions; it is

FURTHER ORDERED that nothing in this Order shall in any way constitute: (a) a finding of complete adequate protection of the interests of any creditor of Debtor or the lack thereof; (b) an agreement, consent, or acquiescence to the terms of any plan of reorganization by virtue of any term or provision of this order; (c) a preclusion or waiver to assert any other rights, remedies, or defenses available to any creditor of the Debtor to respond to any motion, application, proposal,

or other action, all such rights, remedies, defenses, and opportunities to respond being specifically reserved by the Debtor's creditors; or (d) a preclusion, waiver, or modification of any rights or remedies that the Debtor's creditors have under applicable law. Nothing herein contained shall prejudice the right of the Debtor's creditors to seek modification, extension, or termination of this Order. it is

FURTHER ORDERED that the Debtor provide its counsel with a list of active and functional administrator account usernames and passwords for Debtor's Amazon, Shopify, AOA, and PayPal accounts, which Debtor's counsel will turnover to MCA's counsel upon a termination of the automatic stay; it is

FURTHER ORDERED that, on an interim basis, the Debtor stipulates that MCA has a secured claim (the "MCA Claim") in an amount not less than \$980,489.68; it is

FURTHER ORDERED that, on the interim basis, Debtor stipulates to the perfection and enforceability of the MCA Claim against the collateral described in the Debtor's security agreement with MCA, the Debtor's cash collateral, and all of the Debtor's assets to which the Replacement Liens attach; it is

FURTHER ORDERED that any interested party may challenge the amount, validity, and priority of MCA's Claim by August 5, 2024.

FURTHER ORDERED that MCA's liens, claims and security interests in the cash collateral, shall, in each instance, be payable only after the payment of the following:

- (a) All reasonable fees and expenses up to \$20,000 incurred by a trustee appointed under chapter 7 of the Bankruptcy Code or any subchapter V trustee appointed under chapter 11 of the Bankruptcy Code;

(b) Statutory fees payable to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) plus interest at the statutory rate;

(c) fees payable to the Clerk of this Court; and

(d) professional fees not to exceed \$6,500 per week; it is

FURTHER ORDERED that the collateral securing the MCA Claim shall not be subject to surcharging, any equities of the case doctrines, the equitable doctrine of 'marshaling' or any other similar doctrine with respect to any of the cash collateral; it is

FURTHER ORDERED that, on an interim basis, as a condition to MCA's consent to the use of cash collateral, the Debtor agrees to use best efforts to initiate a sale process, financing documents, or a plan within 30 days of the entry of a final cash collateral order; it is

FURTHER ORDERED that notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is

FURTHER ORDERED that this Court shall retain jurisdiction with respect to all matters arising from or relating to the implementation, enforcement and/or interpretation of this Order; and it is

FURTHER ORDERED that a final hearing will be held on June 21, 2024 at 2:00 p.m., for Debtor's order authorizing use of cash collateral, at <https://www.zoomgov.com/my/robinson.txwb> via Zoom or Call 669-254-5252 Meeting ID: 161 0862 5245.

END OF ORDER

Order submitted by:

AKERMAN LLP

/s/ R. Adam Swick

R. Adam Swick, SBN: 24051794

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PROPOSED ATTORNEYS P3 PURE LLC

Pretty Frank - Cash Flow Forecast		1	2	1+2	1+2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
		Forecast	Forecast	Forecast	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
week ended:		5/14-5/18	25-May	5/14-25/24	5/14-25/24	1-Jun	8-Jun	15-Jun	22-Jun	29-Jun	6-Jul	13-Jul	20-Jul	27-Jul	3-Aug	10-Aug	17-Aug	24-Aug	31-Aug	7-Sep
Beginning Cash Balance		\$30,520	\$36,773	\$30,520	\$31,966	\$39,011	\$20,548	\$21,506	\$9,271	\$12,666	\$10,788	\$1,312	\$22,577	\$20,722	\$43,844	\$34,368	\$50,633	\$54,028	\$77,150	\$71,238
CASH RECEIPTS																				
Ecommerce																				
Shopify		\$8,000	\$8,000	\$16,000	\$15,651	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000	\$8,000
PayPal																				
Walmart																				
Amazon													\$20,000	\$20,000		\$20,000		\$20,000		\$20,000
Distributor / Retail / Wholesale																				
Lotus Light							\$25,899		\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500	\$8,500
Wholesale General		\$250	\$250	\$500	\$0	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250	\$250
TOTAL CASH RECEIPTS		\$8,250	\$8,250	\$16,500	\$15,651	\$8,250	\$34,149	\$8,250	\$16,750	\$16,750	\$16,750	\$36,750	\$16,750	\$36,750	\$16,750	\$36,750	\$16,750	\$36,750	\$16,750	\$36,750
CASH DISBURSEMENTS																				
Owner Compensation & Insurance																				
Owner Compensation	\$0	\$2,100	\$2,100	\$0	\$9,665	\$0	\$2,100	\$0	\$0	\$7,565	\$2,100	\$0	\$0	\$7,565	\$2,100	\$0	\$0	\$0	\$0	\$7,565
Amy Perez					\$7,565					\$7,565										\$7,565
United Health Care			\$1,900	\$1,900	\$1,900	\$1,900		\$1,900			\$1,900					\$1,900				
Sun Life Financial			\$200	\$200	\$200	\$200		\$200			\$200					\$200				
Consulting Services																				
Nicolas Gutierrez	\$0	\$5,070	\$5,070	\$0	\$4,360	\$2,500	\$2,570	\$2,500	\$2,570	\$2,500	\$2,570	\$2,500	\$2,570	\$2,500	\$2,570	\$2,500	\$2,570	\$2,500	\$2,570	\$2,570
Danica Matulis- Marketing Stack LLC		\$1,250	\$1,250		\$560	\$1,250		\$1,250	\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250	
Gina Simmons		\$1,000	\$1,000		\$1,000		\$1,000		\$1,000		\$1,000		\$1,000		\$1,000		\$1,000		\$1,000	
William Sizemore		\$1,570	\$1,570		\$1,570		\$1,570		\$1,570		\$1,570		\$1,570		\$1,570		\$1,570		\$1,570	
Kate Newton		\$1,250	\$1,250		\$480	\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250		\$1,250
		\$0	\$0		\$750															
eCommerce & Mkt																				
Google	\$0	\$5,311	\$5,311	\$0	\$0	\$5,000	\$0	\$0	\$5,000	\$0	\$0	\$5,000	\$0	\$0	\$5,000	\$0	\$0	\$5,000	\$0	\$5,000
EPA Marketing LLC		\$5,311	\$5,311	\$0		\$5,000			\$5,000			\$5,000			\$5,000			\$5,000		\$5,000
Supplier																				
AOA Products, LLC	\$0	\$6,790	\$6,790	\$5,000	\$10,375	\$9,715	\$9,530	\$9,715	\$9,530	\$9,715	\$9,530	\$9,715	\$9,530	\$9,715	\$9,530	\$9,715	\$9,530	\$9,715	\$9,530	\$9,530
Balpack, Inc.		\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000	\$5,000
Bayville Chemical																				
Belmark, Inc.				\$0	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
Brenntag Southwest, Inc.																				
Carillon Green																				
Ciranda Inc.																				
Container & Packaging Supply		\$25	\$25	\$0	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25	\$25
Custom Paper Tubes																				
Distribupack		\$1,580	\$1,580	\$0	\$4,740	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580	\$1,580
Eden Botanicals					\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110	\$110
Garrison Minerals, LLC						\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400	\$400
Integrity Ingredients Corporation																				
Intrapac Canada Corporation																				
Jedwards International						\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650	\$650
Starwest Botanicals		\$185	\$185	\$0	\$185	\$185		\$185		\$185		\$185		\$185		\$185		\$185		\$185
The Lebermuth Company																				
Toprint Printing (Shenzhen) Co.Ltd.																				
Univar Solutions						\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265	\$265
Misc Supplier - fulfill raw materials						\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000
Recurring Subscriptions																				
Helium	\$1,337	\$0	\$1,337	\$1,162	\$560	\$4,306	\$144	\$0	\$388	\$4,306	\$144	\$0	\$388	\$4,306	\$144	\$0	\$388	\$4,306	\$144	\$144
Intuit					\$89					\$89				\$89			\$89			
Gorgias						\$298				\$298				\$298			\$298			\$298
TaxJar						\$96				\$96				\$96			\$96			\$96
Authorize.net						\$782				\$782				\$782			\$782			\$782
Bill.com						\$25				\$25				\$25			\$25			\$25
Shopify							\$144				\$144					\$144				\$144
Box Inc						\$2,759				\$2,759				\$2,759			\$2,759			\$2,759
Microsoft						\$141				\$141				\$141			\$141			\$141
Apprivr	\$172		\$172	\$0	\$172										\$184					\$184
Klaviyo	\$1,165		\$1,165	\$1,162																
Fishbowl						\$299			\$299					\$299			\$299			
GoDaddy						\$22				\$22					\$22				\$22	
Misc																				
Other vendors	\$660	\$1,660	\$2,320	\$2,444	\$1,752	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140	\$1,140
American Packaging Capital Inc.		\$1,000	\$1,000	\$0	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500	\$500
Travis County Tax Office				\$1,337																
Sales Tax Payments	\$660	\$660	\$1,320	\$1,107	\$1,252	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640	\$640
Critical Vendor Payments																				
Independent Contractors					\$0	\$9,030	\$5,000	\$0												
Suppliers						\$4,030														
Professional Fees	\$0	\$0	\$0	\$0	\$0	\$1,500	\$0	\$0	\$0	\$1,000	\$0	\$250	\$0	\$1,000	\$0	\$0	\$0	\$0	\$0	\$76,250
US Trustee Payments												\$250								\$250
sub V Trustee fees						\$1,500				\$1,000				\$1,000						\$1,000
Akerman																				\$50,000
Harney Partners																				\$25,000
TOTAL CASH DISBURSEMENTS	\$1,997	\$20,931	\$22,928	\$8,606	\$26,712	\$33,191	\$20,485	\$13,355	\$18,628	\$26,226	\$15,485	\$18,605	\$13,628	\$26,226	\$20,485	\$13,355	\$13,628	\$22,661	\$97,200	\$97,200
ENDING CASH BALANCE	\$36,773	\$24,092	\$24,092	\$39,011	\$20,548	\$21,506	\$9,271	\$12,666	\$10,788	\$1,312	\$22,577	\$20,722	\$43,844	\$34,368	\$50,633	\$54,028	\$77,150	\$71,238	\$10,789	\$10,789

note: the Forecast for Week Ended 6/1/24 disbursements highlighted in Orange are delayed payments from the 2 weeks from 5/14-25/24.

The American Capital Cash Disb of \$1,337 was debited from account in error. Attempting to reverse charge.

Critical Vendor Payments to Independent Contractors (work performed pre-petition): Subject to Court approval to authorize but not required to pay these amounts.

Critical Vendor Payments to P3 Suppliers: Subject to Court approval to authorize but not required to pay these amounts.